

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ECCA Enterprises, Inc.		04/04/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	JPMorgan Chase Bank, N.A., as Administrative Agent		
<b>Street Address:</b>	P.O. Box 2558		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77252		
<b>Entity Type:</b>	National Banking Association:		
<b>PROPERTY NUMBERS Total: 32</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78542080	EV	
Registration Number:	1280551	EYE MASTERS	
Registration Number:	1279287	EYE MASTERS	
Registration Number:	1339695	VISIONWORKS	
Registration Number:	1661198	HOUR EYES	
Registration Number:	1661199	HOUR EYES	
Registration Number:	1660196	EYEMASTERS	
Registration Number:	1655091		
Registration Number:	2002143	SLIMLITE	
Registration Number:	2061919	SOUTH HAMPTON	
Registration Number:	2074262	BLUE MOON	
Registration Number:	2066189	DOCTOR'S VALU VISION	
Registration Number:	2124405	SEE BETTER LOOK BETTER	
Registration Number:	2173639	ROBERT MITCHEL EYEWEAR	

OP \$815.00 78542080

Registration Number:	2158626	CHELSEA MORGAN
Registration Number:	2199419	BOARDROOM CLASSICS
Registration Number:	2439943	SEE THE DIFFERENCE. SEE THE EYE DRX
Registration Number:	2472187	SPLENDOR
Registration Number:	2453255	STEIN OPTICAL
Registration Number:	2544240	EYE DRX
Registration Number:	2522006	MASTER EYE ASSOCIATES
Registration Number:	2539553	DOCTOR'S VALU VISION
Registration Number:	2492290	ROBERT MITCHEL
Registration Number:	2484895	BINYON'S
Registration Number:	2623042	SOUTH HAMPTON
Registration Number:	2479689	BLUE MOON
Registration Number:	2773767	ECCA MANAGED VISION CARE
Serial Number:	78215287	DOCTOR'S VISIONWORKS
Serial Number:	78307147	DIRECT SOLUTIONS
Serial Number:	78307162	IT'S UN-AMERICAN TO PAY MORE
Serial Number:	78431014	PROVSPORT
Serial Number:	78463493	AZTEC COLLECTION

#### CORRESPONDENCE DATA

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (212) 455-7698  
 Email: ksolomon@stblaw.com  
 Correspondent Name: Mark Solomon, Esq.  
 Address Line 1: Simpson Thacher & Bartlett LLP  
 Address Line 2: 425 Lexington Avenue  
 Address Line 4: New York, NEW MEXICO 10017

NAME OF SUBMITTER:	Mark Solomon
Signature:	/ms/
Date:	04/12/2005

Total Attachments: 21  
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GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of April 4, 2005, is made by ECCA Enterprises, Inc., a Delaware corporation (the "Grantor"), in favor of JPMorgan Chase Bank, N.A. a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of March 1, 2005 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among ECCA Holdings Corporation ("Holdings"), LFS-Merger Sub, Inc. (the "LFS-Merger Sub" and, together with any assignee of LFS-Merger Sub's rights and obligations under the Credit Agreement as provided for therein, including Eye Care Centers of America, Inc., the "Borrower"), the Lenders and the Administrative Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Grantor and certain other entities affiliated with the Borrower have executed and delivered a Guarantee and Collateral Agreement, dated as of March 1, 2005, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, Grantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, Grantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks (including, without limitation, those items listed on Schedule A hereto), to the Agent for the benefit of the Agent and the Lenders to secure the prompt and complete payment and performance when due of Grantor's Obligations.

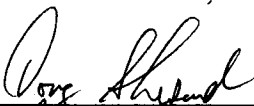
SECTION 3. Purpose. This Agreement has been executed and delivered by Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ECCA ENTERPRISES, INC.

By:   
Name: Doug Shepard  
Title: EMP/CFD

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

ECCA ENTERPRISES, INC.

By: \_\_\_\_\_  
Name:  
Title:

JPMORGAN CHASE BANK, N.A.  
as Administrative Agent for the Lenders

By: Teri Streusand  
Name: **TERI STREUSAND**  
Title: **VICE PRESIDENT**

STATE OF Texas )  
 ) ss  
COUNTY OF Bexar )

On the 22 day of March, 2005, before me personally came Doug Shepard, who is personally known to me to be the EVP/CFO of ECCA Enterprises, Inc., a Delaware corporation, who, being duly sworn, did depose and say that she/he is the EVP/CFO in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.



Liliana Mireles  
Notary Public

(PLACE STAMP AND SEAL ABOVE)

STATE OF New York )  
 ) ss  
COUNTY OF New York

On the 31<sup>st</sup> day of March, 2005, before me personally came  
Teri Streusand, who is personally known to me to be the Vice President of  
JPMorgan Chase Bank, N.A., a national banking association; who, being duly sworn, did depose  
and say that she/he is the Vice President in such association, the association  
described in and which executed the foregoing instrument; that she/he executed and delivered  
said instrument pursuant to authority given by the Board of Directors of such association; and  
that she/he acknowledged said instrument to be the free act and deed of said association.

Edeline C. Adderley

Notary Public

**EDELINE C. ADDERLEY**  
Notary Public, State of New York  
No. 01AD6079840 Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires September 3, 2006


(PLACE STAMP AND SEAL ABOVE)


# SCHEDULE A


## TRADEMARKS AND TRADEMARK LICENSES

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
(i) U.S. FEDERAL REGISTRATIONS AND APPLICATIONS (Listed by Filing Priority)								
1.	KNOCKABOUTS			Ophthalmic frames, IC 9; Dates of First Use 6/1995		PROPOSED	6170.276	Eye Care Centers of America, Inc.
2.	EV	1/4/05	78/542,080	Optical Goods, namely prescription eyeglass lenses	N/A	APPLICATION		ECCA Enterprises, Inc.
3.	EYE MASTERS (Watch Service)	5/24/82	73/365,929	eyeglasses and contact lenses, IC 9 Dates of First Use: 4/22/82	1,280,551	Reg.: 6/5/84 Renewal: 6/5/04 (Grace Period expires 12/5/04)	6170.117	Assignor: ECCA to Banque Indosuez New York Branch, Recorded 11/4/96; Security Agreement; Assignor: ECCA to Credit Agricole Indosuez, Recorded 1/22/98; Amtd to Security Agreement; Assignor: Credit Agricole Indosuez to ECCA, Recorded 5/18/98; Release; Assignor: ECCA to Bankers Trust Company, Recorded 5/18/98; Security Interest; Assignor: ECCA, Inc. to ECCA Enterprises, Inc. recorded: 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest recorded 05/01/03
4.	EYE MASTERS (Watch Service)	5/24/82	73/365,930	optical services, IC 42 Dates of First Use: 4/11/82	1,279,287	Reg: 5/22/84 Renewal: 5/22/14	6170.118	Assignor: ECCA to Banque Indosuez New York Branch, Recorded 11/4/96; Security Agreement; Assignor: ECCA to


NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
								Credit Agricole Indosuez, Recorded 1/22/98; Amdt to Security Agreement; Assignor: Credit Agricole Indosuez to ECCA, Recorded 5/18/98; Release; Assignor: ECCA to Bankers Trust Company, Recorded 5/18/98; Security Interest; Assignor: ECCA to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
5.	VISIONWORKS (Watch Service)	8/20/84	73/495,476	retail optical store service; namely, fitting eyeglasses and prescription lenses and providing optometric examinations, IC 42 Dates of First Use: 8/13/84	1,339,695	Reg.: 6/4/85 Renewal 6/4/05	6170,119	Assignor: Visionworks to Banque Indosuez New York Branch; Recorded 4/15/97 Security Agreement; Assignor: Visionworks, to Credit Agricole Indosuez, Recorded 1/22/98; Amdt to Security Agreement; Assignor: Credit Agricole Indosuez to Visionworks Recorded 8/27/98; Release; Assignor: Visionworks to Bankers Trust, Recorded 5/18/98; Security Interest; Assignor: Visionworks to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest recorded 05/01/03
6.	HOUR EYES (Watch Service)	5/23/90	74/061,901	providing eye care services and the retail store services in the field of eyeglasses and contact lenses to the public, IC 42 Dates of First Use: 3/31/88	1,661,198	Reg.: 10/15/91 Renewal: 10/15/11	6170,125	Assignor: Hour Eyes, Inc. to Bankers Trust Co. Recorded 05/18/95; Security Interest 2. Assignor: Hour Eyes, Inc. to ECCA Enterprises, Inc.;

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
								recorded: 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
								Assignor: Hour Eyes, Inc. to Bankers Trust Co. Recorded 05/18/95; Security Interest <b>ALSO:</b> Assignor: Samit Group, Inc. to Bankers Trust Co. Recorded 05/18/98; Security Agreement Assignor: Hour Eyes, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03 Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
7.	<b>HOUR EYES</b> (Watch Service)	5/23/90	74/061,989	providing eye care services and the retail store services in the field of eyeglasses and contact lenses to the public, IC 42 Dates of First Use: 3/31/88	1,661,199	Reg: 10/15/91 Renewal: 10/15/11	6170.126	
8.	 (Watch Service)	8/14/90	74/087,636	opticians services, IC 42 Dates of First Use: 8/17/88	1,660,196	Reg: 10/8/91, Renewal: 10/8/11	6170.122	Assignor: ECCA to Banque Indosuez New York Branch, Recorded 11/4/96; Security Agreement; Assignor: ECCA to Credit Agricole Indosuez, Recorded 1/22/98; Amtd to Security Agreement; Assignor: Credit Agricole Indosuez to ECCA, Recorded 5/18/98; Release; Assignor: ECCA to Bankers Trust Company, Recorded 5/18/98; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest recorded 05/01/03
9.		8/31/90	74/092,967	optician services, IC 42 Dates of First Use: 8/17/88	1,655,091	Reg: 8/27/91 Renewal: 8/27/11	6170.124	Assignor: ECCA to Banque Indosuez New York Branch,

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
	 (Watch Service)							Recorded 11/4/96; Security Agreement; Assignor: ECCA to Credit Agricole Indosuez, Recorded 1/22/98; Amdt to Security Agreement; Assignor: Credit Agricole Indosuez to ECCA, Recorded 5/18/98; Release; Assignor: ECCA to Bankers Trust Company, Recorded 5/18/98; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
10.	SLIMLITE (Watch Service)	7/5/94	74/545,692	optical goods, namely prescription eyeglass lenses, IC 9 Dates of First Use: 9/30/91	2,002,143	Reg.: 9/24/96 Renewal: 9/24/06	6170.129	Assignor: Eye Care Centers of America, Inc. to Bankers Trust Co. Recorded 05/18/95; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
11.	SOUTH HAMPTON	02/15/95	74/634,488	Eyeglass frames, sunglass frames and parts thereof and cases therefore; IC 9; Dates of First Use 04/30/95	2,061,919	Reg.: 05/13/97 Renewal: 05/13/07	6170.288	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03


NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
12.	BLUE MOON	02/15/96	74/634,490	Eyeglass frames, sunglass frames and parts thereof and cases therefore; IC 9; Dates of First Use 04/30/95	2,074,262	Reg. 06/24/97 Renewal: 06/24/07	6170,289	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
13.	 (Watch Service)	5/8/95	74/671,111	eyeglasses, contact lenses and parts thereof, IC 9 Dates of First Use: 3/15/92 retail optical store services, IC 42 Dates of First Use: 3/15/92	2,066,189	Reg.: 6/3/97 Renewal: 6/3/07	6170,132	Dr. Mark Lynn & Associates, PLLC; Assigned to Eye Care Holdings, Inc. (recorded on 9/11/00) Assignor: Eye Care Holdings, Inc. to ECCA Enterprises, Inc.; recorded 5/19/03 Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
14.	SEE BETTER LOOK BETTER (Watch Service)	8/5/96	75/144,933	retail optical store services, IC 35 Date of First Use: 12/29/96 In Commerce: 1/19/97 optician and optometric services, IC 42 Date of First Use: 12/29/96 In Commerce: 1/19/97	2,124,405	Reg.: 12/23/97 Renewal: 12/23/07	6170,135	Assignor: ECCA to Banque Indosuez New York Branch, Recorded 11/4/96; Security Agreement; Assignor: ECCA to Credit Agricole Indosuez, Recorded 1/22/98; Amdt to Security Agreement; Assignor: Credit Agricole Indosuez to ECCA, Recorded 5/18/98; Release; Assignor: ECCA to Bankers Trust Company, Recorded 5/18/98; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03

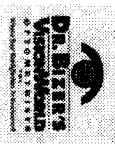

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15.	ROBERT MITCHELL EYEWEAR	08/28/96	75/157,241	Eyeglass frames and Sunglass frames and parts thereof I.C. 9 Dates of First Use: 08/30/96	2,173,639	Reg.: 07/14/98 Renewal: 07/14/08	6170.290	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
16.	CHELSEA MORGAN	3/18/97	75/259,502	ophthalmic frames, I.C. 9 Dates of First Use: 12/31/95	2,158,626	Reg.: 5/19/98 Renewal: 5/19/08	6170.137	Assignor: Eye Care Centers of America, Inc. to Bankers Trust Co. Recorded 05/18/95; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
17.	BOARDROOM CLASSICS	3/18/97	75/259,540	ophthalmic frames, I.C. 9 Dates of First Use: 12/31/95	2,199,419	Reg.: 10/27/98 Renewal: 10/27/08	6170.139	Assignor: Eye Care Centers of America, Inc. to Bankers Trust Co. Recorded 05/18/95; Security Interest; Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03


NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
18.		2/4/99	75/633,602	retail shops featuring contact lenses and eyeglasses, IC 35 Dates of First Use: 1/5/79	2,439,943	Reg: 4/3/01 §8/15 Due: 4/3/07 Renewal: 4/3/11	6170.142	Cummins/Shack to Cummins recorded on 9/15/99); Cummins to Eye DrX Retail Management, Inc. effective 8/31/99; recorded on 1/14/00; Assignor Eye DrX Retail Management, Inc. to Bankers Trust Co. recorded 01/16/01; Security Interest; Assignor: Eye DrX Retail Management, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
19.	SPLENDOR	6/9/99	75/724,947	eyeglasses, sunglasses, eyeglass frames, IC 9 I.T.U.	2,472,187	Reg: 7/24/01 §8/15 Due: 7/24/07 Renewal: 7/24/11	6170.143	Assignor: Eye Care Centers of America, Inc.; to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
20.	STEIN OPTICAL (Watch Service)	6/8/00	76/065,554	retail shops featuring optical goods, IC 35 Dates of First Use: 4/30/79 optician services and optometric services, IC 42 Dates of First Use: 4/30/79	2,453,255	Reg: 5/22/01 §8/15 Due: 5/22/07 Renewal: 5/22/11	6170.217	Eye Care Holdings, Inc. (license to Stein Optical, Inc.); Assignor: Eye Care Holdings, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
21.	EYE DRx (Watch Service)	6/8/00	76/065,555	retail shops featuring optical goods, IC 35 Dates of First Use: 1/5/79 optician services, IC 42 Dates of First Use: 1/5/79	2,544,240	Reg: 3/5/02 §8/15 Due: 3/5/08 Renewal: 3/5/12	6170.218	Eye Care Holdings, Inc. (license to Eye Drx Retail Management, Inc.); Assignor: Eye Care Holdings, Inc.; to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
22.	MASTER EYE ASSOCIATES	6/8/00	76/065,556	optometric services, IC 42 Dates of First Use: 10/31/88	2,522,006	Reg: 12/25/01 §8/15 Due: 12/25/07 Renewal: 12/25/11	6170.219	Enclave Advancement Group, Inc. (license to applicable doctors) Assignor: Enclave Advancement Group, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
23.	DOCTOR'S VALUVISION (Watch Service)	6/8/00	76/065,563	retail shops featuring optical goods, IC 35 Dates of First Use: 3/15/92 optician services and optometric services, IC 42 Dates of First Use: 3/15/92	2,539,553	Reg: 2/19/02 §8/15 Due: 2/19/08 Renewal: 2/19/12	6170.223	Assignor: Eye Care Holdings, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
24.	ROBERT MITCHEL	6/8/00	76/065,565	ophthalmic frames, IC 9 Dates of First Use: 12/31/95	2,492,290	Reg: 09/25/01 §8/15 Due: 09/25/07 Renewal: 09/25/11	6170.194 (A)	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03


NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
25.	BINYON'S (Watch Service)	6/8/00	76/065,570	retail shops featuring optical goods, IC 35 Dates of First Use: 7/1/84	2,484,895	Reg: 09/04/01 §8/15 Due: 09/04/07 Renewal: 09/04/11	6170.215	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
26.	SOUTH HAMPTON	6/8/00	76/065,571	ophthalmic frames, IC 9 Dates of First Use: 12/31/95	2,623,042	Reg: 09/24/02 §8/15 Due: 09/24/08 Renewal: 09/24/12	6170.192 (A)	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
27.	BLUE MOON	6/8/00	76/065,572	ophthalmic frames, IC 9 Dates of First Use: 12/31/95	2,479,689	Reg: 08/21/01 §8/15 Due: 08/21/07 Renewal: 08/21/11	6170.191 (A)	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
28.	ECCA MANAGED VISION CARE & DESIGN	12/27/02	78/198,108	managed vision care services, IC 44; Date of First Use 08/28/96	2,773,767	Reg: 10/14/03 §8/15 Due: 10/14/09 Renewal: 10/14/13	6170.275	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
29.	DOCTOR'S VISIONWORKS	02/14/03	78/215,287	Retail shops featuring optical goods, IC 35 Dates of First Use 4/12/02 Optician services and optometric services, IC 44 Dates of First Use 4/12/02		<b>Opposition Pending</b>	6170.281	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.; recorded 05/19/03; Assignor: ECCA Enterprises, Inc. to Fleet National Bank; Security Interest; recorded 05/01/03
30.	DIRECT SOLUTIONS	09/30/03	78/307,147	Retail store services and mail order services in the field of contact lenses and related products. IC: 35		Allowed: Statement of Use due 3/21/05	6170.296	ECCA Enterprises, Inc.



NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
31.	IT'S UN-AMERICAN TO PAY MORE	09/30/03	78/307,162	Retail Store services featuring optical goods; IC 35 Optician and optometric services; IC 44 Dates of First Use: ITU		Allowed: Statement of Use due 3/21/05	6170.299	ECCA Enterprises, Inc.
32.	PROVSPORT	06/07/04	78/431,014	ophthalmic frames, IC 9 Dates of First Use: 4/30/04		Pending: New application	6170.312	ECCA Enterprises, Inc.
33.	AZTEC COLLECTION	8/6/04	78/463,493	ophthalmic frames, IC 9 Dates of First Use: 12/31/1995		Pending: New application	6170.138 (A)	ECCA Enterprises, Inc.
STATE REGISTRATIONS (Listed by State)								
34.	EYE Q OPTICAL (Iowa)			Eye glasses, eyewear, and optical services, IC 100 Date of First Use: 3/24/88	62189	EXPIRED	6170.231	EyeCare One Corp, assigned to Vision Twenty-One, Inc. Assignor: Vision Twenty-One, Inc. to ECCA Enterprises, Inc.
35.	 (Kentucky)		NA	eye care products & services, IC 5, 9, and 42 Date of First Use in State: 2/1/88 Date of First Use: 12/15/85	9083/ 11832.1	Reg: 2/22/90 Renewal: 2/22/05	6170.149	Dr. Mark Lynn & Associates, PLLC, to Kentucky for recording 9/6/00; Assignor: Dr. Mark Lynn & Associates to Eye Care Holdings, Inc.; recorded 10/02/02; Assignor: Eye Care Holdings, Inc. to ECCA Enterprises, Inc. recorded in May 2003
36.	VISION WORLD (Iowa)	7/5/91	NA	optical goods, IC 9 (State Class 50) Date of First Use in State: 3/31/88 Date of First Use: 1/9/78	11802/ 151476	Reg: 7/5/91 Renewal: 7/5/06	6170.144	Vision Twenty-One, Inc. to Vision World, Inc. dated 1/18/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
37.	VISION WORLD (Iowa)	11/25/91	NA	optical goods, IC 9 (State Class 28) Date of First Use in State: 3/31/88 Date of First Use: 1/9/78	12211/ 154274	Reg: 11/25/91 Renewal: 11/25/06	6170.145	Vision Twenty-One, Inc. to Vision World, Inc. dated 1/18/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
38.	VISION WORLD (Iowa)	11/25/91	NA	optical goods, IC 9 (State Class 44) Date of First Use in State:	12212/ 154275	Reg: 11/25/91 Renewal: 11/25/06	6170.146	Vision Twenty-One, Inc. to Vision World, Inc. dated 1/18/00

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
				3/31/88 Date of First Use: 1/9/78				Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
39.	VISION WORLD (Iowa)	11/25/91	NA	optical goods, IC 9 (State Class 51) Date of First Use in State: 3/31/88 Date of First Use: 1/9/78	12213/ 154276	Reg: 11/25/91 Renewal: 11/25/06	6170.147	Vision Twenty-One, Inc. to Vision World, Inc. dated 1/18/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
40.	VISION WORLD (Iowa)	11/25/91	NA	optical services, IC 42 (State Class 100) Date of First Use in State: 3/31/88 Date of First Use: 1/9/78	12214/ 154277	Reg: 11/25/91 Renewal: 11/25/06	6170.148	Vision Twenty-One, Inc. to Vision World, Inc. dated 1/18/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
41.	 (Kentucky)		NA	eye care products & services, IC 5, 9, 10 and 42 Date of First Use in State: 2/1/88 Date of First Use: 12/15/85	9084/ 11831.1	Reg: 2/22/90 Renewal: 2/22/05	6170.150	Dr. Mark Lynn & Associates, PLLC, to Kentucky for recording 9/6/00; Assignor: Dr. Mark Lynn & Associates to Eye Care Holdings, Inc.; recorded 10/02/02; Assignor: Eye Care Holdings, Inc. to ECCA Enterprises, Inc. recorded in May 2003
42.	 (New Jersey)			prescriptions and sales of eyeglasses and contact lenses, eye exams and other necessary eye care services, IC 33 Date of First Use in State: 1/5/79 (No commerce date indicated)	14579	EXPIRED	6170.152	Curranus/Shack to Curranus to Vision Twenty-One, Inc. effective 1/1/98, recorded on 1/20/00; Vision Twenty-One, Inc. to Eye DEX Retail Management, Inc. effective 8/31/99, recorded on 1/20/00
43.	COL THEE COMPLETE OPTICAL LABORATORY, LTD. (New Jersey)			fabrication of eyewear, IC 37 Date of First Use in State: 12/31/78 (No commerce date indicated)	10984	EXPIRED	6170.151	Curranus/Shack to Curranus to Vision Twenty-One, Inc. effective 1/1/98, recorded on 1/20/00; Vision Twenty-One, Inc. to Eye DEX Retail Management, Inc. effective 8/31/99, recorded on 1/20/00
44.	COL THEE COMPLETE			Optical laboratory services, IC 35 Date of First Use: 12/20/78	14530	EXPIRED	6170.153	The Complete Optical Laboratory, Ltd. to Eye DEX

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
	OPTICAL LABORATORY, LTD. (New Jersey)							Retail Management, Inc. effective 8/31/99; recorded on 1/20/00
45.	EYE CARE ONE OPTOMETRIC SERVICE (New Jersey)			eye care services IC 42	3677	EXPIRED		Eye Care One Optometric Service
46.	 (North Dakota)			Optical goods & services, IC 9, 37 and 42 Date of First Use in State: 8/31/84 Date of First Use: 1/9/78	7563900	EXPIRED	6170.134	Vision Twenty-One, Inc. to Vision World, Inc. (recorded on 6/2/00)
47.	VISION WORLD (Trade Name Reg.) (North Dakota)				7107800	Reg.: 7/18/91 Renewal: 7/18/11 (App. was renewed per NID SOS but we don't know by whom)	6170.155	Vision World, Inc. to Vision Twenty-One, Inc. (effective 6/30/98), recorded on 6/2/00; Vision Twenty-One, Inc. to Vision World, Inc. (recorded on 6/2/00); Assignor: Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
48.	VISION WORLD (North Dakota)	12/03/02		Optical services, IC 50 Dates of first use: 08/31/84	19030400	Reg. 05/29/03 Renewal 05/29/13	6170.255	Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
49.	BINYONS (Oregon)	2/23/87		optometric and eyeglass and contact lenses, fitting and dispensing services Dates of First Use: 7/1/84	S-071418, Dated 2/23/87	EXPIRED		W. Apley, O.D.P.C.
50.	BINYONS EXHIBIT (Oregon)	2/23/87		optometric and eyeglass and contact lenses, fitting and dispensing services Dates of First Use: 7/1/84	S-21416, Dated 2/23/87	EXPIRED		W. Apley, O.D.P.C.
51.	VISION WORLD			optical goods, IC 9 (State Class 9) Date of First Use in State: 1/31/85 Date of First Use: 1/9/78		Reg. 7/5/91 Renewal: 7/5/11	6170.156	Vision Twenty-One, Inc. to Vision World, Inc. dated 2/23/00 Vision World, Inc. to ECCA

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
	(South Dakota)							Enterprises, Inc. recorded in May 2003
52.	VISION WORLD (South Dakota)			optical goods, IC 9 (State Class 10) Date of First Use in State: 1/31/85 Date of First Use: 1/9/78		Reg: 11/26/91 Renewal: 11/26/11	6170.157	Vision Twenty-One, Inc. to Vision World, Inc. dated 2/23/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
53.	VISION WORLD (South Dakota)			optical goods, IC 9 (State Class 14) Date of First Use in State: 1/31/85 Date of First Use: 1/9/78		Reg: 11/26/91 Renewal: 11/26/11	6170.158	Vision Twenty-One, Inc. to Vision World, Inc. dated 2/23/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
54.	VISION WORLD (South Dakota)			optical services, IC 42 (State Class 42) Date of First Use in State: 1/1/85 Date of First Use: 1/9/78		Reg: 7/5/91 Renewal: 7/5/11	6170.159	Vision Twenty-One, Inc. to Vision World, Inc. dated 2/23/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
55.	VISION WORLD (South Dakota)			optical goods (State Class 3) Date of First Use in State: 1/31/85 Date of First Use: 1/9/78		Reg: 11/26/91 Renewal: 11/26/11	6170.166	Vision Twenty-One, Inc. to Vision World, Inc. dated 2/23/00 Vision World, Inc. to ECCA Enterprises, Inc. recorded in May 2003
56.	EYE MASTERS (Texas)	5/13/85		eyeglasses and contact lenses	TX-44886	EXPIRED		Eye Masters, Inc. (L.A. Corporation) (Assignee: Eye Masters, Inc. I/A/a ECCA Acquisition Co.
57.	EYE MASTERS (Texas)	5/13/85		optical services	TX-44885	EXPIRED		Eye Masters, Inc. (L.A. Corporation) (Assignee: Eye Masters, Inc. I/A/a ECCA Acquisition Co.
58.	EYECARE ONE (Wisconsin)			retail sales of eyeglasses, eyewear and related products and optometric and optical store services, IC 42 Dates of First Use: 2/21/88		Reg: 4/26/89 Renewal: 4/26/09	6170.160	EyeCare One Corp MUST FILE NEW APP-

NO.	TRADEMARK	FILING DATE	SERIAL NO.	GOODS or SERVICES	REG. NO.	STATUS	CSM NO.	OWNER/ASSIGNEE
59.	STEIN OPTICAL (Wisconsin)	8/18/04	NA	Retail store services, namely, optical services; providing optometric services, IC 37 Dates of First Use: 4/30/79		Reg: 08/18/04 Renewal: 08/18/14	6170.161(A)	Stein Optical, Inc.
60.	STEIN OPTICAL (Wisconsin)			The business of selling, servicing, fitting and repairing eye glasses, eye glass frames, contact lenses and other optical appliances and optical accessories; providing licensed optometrical, optician and/or eye physician services in connection with optical business, and the sale, servicing and fitting of hearing aids and hearing aid accessories and medically related products and services thereon, IC 37 and 42, Dates of First Use 4/30/79		EXPIRED	6170.161	Stein Health Services, Inc. to MUST FILE NEW APP.
61.	THE EYE GLASS COMPANY (Wisconsin)			the business of selling, servicing, fitting and repairing eye glasses, eye glass frames, contact lenses and other optical appliances and optical accessories; providing licensed optometrical, optician and/or eye physician services in connection with optical business, and the sale, servicing and fitting of hearing aids and hearing aid accessories and medically related products and services thereon, IC 37 and 42 Dates of First Use: 10/17/84		EXPIRED	6170.162	Stein Health Services, Inc. to VisionAmerica Corp. MUST FILE NEW APP.
62.	 (Wisconsin)			optical goods, IC 9, and eye care services, IC 42 Dates of First Use: 1/9/78		EXPIRED	6170.164	Vision World, Inc. to Vision Twenty-One, Inc.; Vision Twenty-One, Inc. to Vision World, Inc.
63.	VISION WORLD	12/03/02				Reg.: 12/11/02	6170.256	Visions World, Inc. to ECCA

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	(Wisconsin)			Optical services, IC 50 Dates of First Use: 01/09/78		Renewal: 12/11/12		Enterprises, Inc. recorded in May 2003
64.	VISION WORLD (Wisconsin)			optical goods, IC 9 Dates of First Use: 1/9/78		EXPIRED	6170.163	Vision World, Inc. to Vision Twenty-One, Inc.; Vision Twenty-One, Inc. to Vision World, Inc.
FOREIGN TRADEMARK REGISTRATIONS & APPLICATIONS								
65.	 (Mexico)	06/25/98	337,393	Optical Services, IC 42	592,974	Reg. 11/24/98 Proof of Use Due: 6/25/04 Renewal Due: 6/25/08	6170.93	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.
66.	 (Mexico)	06/25/98	337,394	Eyeglasses and contact lenses, IC 9	592,058	Reg. 10/30/98 Proof of Use Due: 6/25/04 Renewal Due: 6/25/08	6170.94	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.
67.	EYE MASTERS (Mexico)	06/25/98	337,370	Optical Services, IC 42	833,336	Reg. 5/28/04 Proof of Use Due: 5/28/07 Renewal Due: 6/25/08	6170.91	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.
68.	EYE MASTERS (Mexico)	06/25/98	337,369	Eyeglasses and contact lenses, IC 9	833,335	Reg. 5/28/04 Proof of Use Due: 5/28/07 Renewal Due: 6/25/08	6170.92	Assignor: Eye Care Centers of America, Inc. to ECCA Enterprises, Inc.